

## Changing How We Do Things

**A** nonprofit's bylaws are written by the organization's founders and cover topics such as how Board members are elected, when and how Board meetings are held, and what officer positions the organization will have. There is often a temptation to sit back and assume there is no need to amend bylaws because the founders of the organization probably covered all topics of importance. However, it is vital to review bylaws on an ongoing basis to ensure compliance with legal requirements as well as to reflect the changing needs of an organization as it grows and matures.

The CASD Bylaws Committee has been hard at work this year reviewing our organization's bylaws and ensuring that they are in compliance with California law and that they reflect the changing needs of our members. As an example, our founders could not have envisioned voting electronically for future board members. However, the Internet has greatly impacted not only how we practice law, but also how we participate in organizations. Consequently, one of the changes the Bylaws Committee has been working on has been a proposed revision to our bylaws, which allows for electronic voting in CASD Board elections.

The proposed changes to the bylaws, including electronic voting, will be presented to all CASD members for their vote at the Annual Meeting in December of this year. Because of the lag time involved in reviewing the bylaws, proposing legally compliant amendments to the bylaws, and presenting the proposed amendments to our members for a vote, electronic voting would not be available until next year's election cycle.

### An Evolving Process

The CASD Bylaws were most recently amended on December 8, 2011. Among the significant changes was a revision, which allows for greater access to our members to CASD leadership levels.

Prior to the December 8, 2011, amendment, the traditional pathway to CASD board service had emphasized longevity and seniority as a requirement to fill top officer positions. Although previous leadership experience can be quite valuable, this path overlooked other important qualities of officer candidates. Emerging leaders and otherwise qualified individuals who had not assumed a position on the leadership ladder because of the multi-year commitment were not able to participate and thereby contribute their talents at the higher levels.

Recognizing that CASD was potentially missing out on dynamic leaders, the CASD Board spent a long time studying ways to improve its leadership selection process, including forming a bylaws task force several years ago. The task force worked on proposing amendments to our bylaws that would allow qualified members to run, for example, for CASD President without having to serve in each officer position before ascending to the position of CASD President.

The efforts of the task force led to proposed amendments to the bylaws, which took effect on December 8, 2011. Some of the significant changes under the amended bylaws included reducing the number of CASD Board Officers to CASD President, President-Elect, Past-President, Secretary and Treasurer. The officer position of Parliamentarian was eliminated. Further, under the amended bylaws, the President-Elect is now elected each year and will serve for three (3) consecutive years; the first year as President-Elect, the second year

by Raul Cadena, CASD President



Raul Cadena is a partner at Cadena Churchill, LLP, where he represents plaintiffs in the areas of employment law, including wage and hour class actions, insurance bad faith and personal injury. Mr. Cadena received his Bachelor of Arts from Harvard University and his Juris Doctor from the University of California at Berkeley School of Law, Boalt Hall. Mr. Cadena also studied at the Universidad Complutense in Madrid, Spain. He is a member of the Board of Directors of CASD and has been the Employment Law column editor for Trial Bar News since 2006. He may be contacted by email at: [rcadena@cadenachurchill.com](mailto:rcadena@cadenachurchill.com).

Continued on page 4

as President, and the third year as Past-President. The current bylaws provide that an officer must be a member of the Board of Directors for at least two (2) years immediately preceding their election as an officer and otherwise be qualified. These revisions now provide our members with greater access to top leadership positions rather than simply remaining below the radar.

The benefits of periodically reviewing our bylaws are many, not least of which is modernizing and updating our bylaws to reflect the changing needs of our membership.

### Some Things Remain The Same

Finally, what has remained the same is the type of CASD member who volunteers to lead. CASD mem-

bers who volunteer to lead as board members or who lead by volunteering in the various CASD committees take on this role because of their passion and drive to both improve and move CASD to a greater level of excellence.

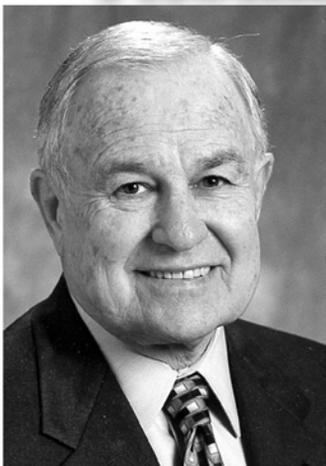
These members commit themselves, despite their busy practices, to volunteer countless hours either on the board or on committees and are passionate about making CASD successful. These members also take responsibility for educating themselves as to how our organization works and motivate others to join or to learn more about CASD.

I am encouraged by the ongoing changes to our bylaws because it better positions those who are currently in leadership positions to more easily identify and inspire individuals who demonstrate the skills, qualities and commitment to step up to lead CASD.

I extend an invitation to all of our members to attend the Annual Membership Meeting and Holiday Mixer at the Yard House on December 11, 2014 and cast your vote on the proposed revisions to our bylaws, which includes the proposed amendment to allow our members to vote electronically in future elections. I hope to see you all there. **TBN**

---

# Thomas E. Sharkey, Esq.



Mediator Arbitrator Discovery Referee Special Master

More than 45 years as an active trial lawyer in state and federal courts in a wide variety of cases  
Twenty years experience as a mediator and arbitrator  
Expertise in the following areas:

- Aviation
- Business/Commercial
- Complex Litigation
- Construction Defect
- Employment Law
- Insurance/Coverage/Bad Faith
- Intellectual Property
- Personal Injury/Wrongful Death
- Product Liability
- Professional Malpractice
- Real Estate
- Securities/Investment Disputes

San Diego Orange Los Angeles Riverside San Bernardino Imperial

(619) 814-1966

Pepperdine University  
mediation training

Member, American  
College of Trial Attorneys

Member, American Board  
of Trial Advocates

To schedule, contact:  
Mark Kaufman  
Case Administrator  
Judicate West  
402 West Broadway, Suite 2000  
San Diego, California 92101

*Private Dispute Resolution from a Name You Know and a Reputation You Trust*